



August 5, 2003

Robert M. Talley
Vice President, General Counsel
and Secretary

# VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED

# 7099 3400 0005 5446 4143

Securities and Exchange Commission 450 Fifth Street, N. W. Washington, D. C. 20546

Re: Johnson Matthey PLC - File No. 82-2272



Dear Sirs:

Pursuant to Johnson Matthey PLC's undertaking to furnish the Securities Exchange Commission with certain information described in its request for exemption from Section 12(g) of the Securities Exchange Act of 1934, as amended, as more fully set forth in its letter of 28th September 1988, Johnson Matthey hereby submits the following:

<b>Dealings By Directors</b>	17 July 2003
Dealings By Directors	23 July 2003
Johnson Matthey PLC: Dealings By Directors	4 August 2003
<b>Dealings By Directors</b>	4 August 2003
Johnson Matthey PLC: Dealings By Directors	4 August 2003

The Company understands that pursuant to Rule 12g3-2(b) the information furnished hereby is not deemed to be "filed" with the Commission and that the furnishing of such information does not constitute an admission for any purpose that the Company is subject to the Act.

If you have any questions concerning the foregoing, please contact me at the address and telephone number indicated on this letter.

PROCESSED

AUG 18 2003

THOMSON FINANCIAL Robert M. Talley

est from a

Vice President & General Counsel

Enclosure

cc: S. A. Farrant (w/o enclosures)

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Company

Johnson, Matthey PLC

TIDM JMAT

Headline I

Dealings by Directors 17:10 17 Jul 2003

Released Number

6960N

JM (X)

Johnson Matthey

## DEALINGS BY DIRECTORS

Name of Company Johnson Matthey PLC

#### Name of Director

C R N Clark

N A P Carson

D W Morgan

J N Sheldrick

## Person with holding(s)

As above

#### Registered Holder(s)

Mourant ECS Trustees Ltd as trustees of the Johnson Matthey Share Incentive Plan.

## Connected person(s)

n/a

#### Nature & extent of transaction

Regular monthly purchase in Share Incentive Plan.

#### Number of shares/amount of stock acquired

CRN Clark 39

N A P Carson

39

D W Morgan J N Sheldrick 39 39

## Percentage of issued class

Less than 0.01%

#### Number of shares/amount of stock disposed

n/a

## Percentage of issued class

n/a

## Class of security

Ordinary £1 shares

#### Price per share

£9.02

#### Date of transaction

16 July 2003

# Date company informed

17 July 2003

Total holding following this notification

C R N Clark N A P Carson 36,944 D W Morgan 35,084 J N Sheldrick 91,998 65,941

Total percentage holding of issued class following this notification

0.10%

Contact and telephone number for queries

Lynne Sanderson/Brigid Conway 020 7269 8461

Name of authorised company official responsible for making this notification:

Simon Farrant 020 7269 8461

Date of Notification:

17 July 2003

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Company

Johnson, Matthey PLC

TIDM JM

Headline Released Director Shareholding 16:59 23 Jul 2003

Number

8960N

JM**⊗** 

Johnson Matthey

#### DEALINGS BY DIRECTORS

Name of Company Johnson Matthey PLC

Name of Director Mr C R N Clark

Person with Holding(s) as above

Registered Holder(s) Mr C R N Clark

Connected Person(s) n/a

Nature & Extent of transaction Mr C R N Clark - sale of 44,898 shares

Number of shares/amount of stock acquired N/a

Percentage of Issued Class N/a

Number of Shares/Amount of stock disposed of Mr C R N Clark 44,898

Percentage of issued class 0.02%

Class of security Ordinary £1 shares

SHARE SALE PRICE Mr C R N Clark 44,898 @ 895.00p

Date of Transaction 23 July 2003

Date Company Informed 23 July 2003

Total holding following this notification

Mr C R N Clark

21,043

Total Percentage holding of Issued Class following this notification 0.009%

Contact and telephone number for queries Ms Lynne Sanderson 020 7269 8461

Name of authorised company official responsible for making this notification Ms Lynne Sanderson  $020\ 7269\ 8461$ 

Date of Notification: 23 July 2003

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Company

Johnson, Matthey PLC

TIDM

**JMAT** 

Headline Released Director Shareholding 15:59 4 Aug 2003

Number

30270

JM (X)

Johnson Matthey

#### JOHNSON MATTHEY PLC: DEALINGS BY DIRECTORS

1.	Name of Company	Johnson Matthey ple

2. Name of Director CRN Clark

N A P Carson P N Hawker D W M Morgan L C Pentz J N Sheldrick

3. **Person with Holding(s)** as in 2 above

4. Registered Holder(s) n/a

5. Connected Person(s) n/a

6. Nature & Extent of transaction Allocation of shares under the Johnson Matthey Long

Term Incentive Plan (LTIP)

7. Number of Shares allocated CRN Clark 0

 N A P Carson
 33,936

 P N Hawker
 21,493

 D W Morgan
 27,149

 L C Pentz
 22,537

 J N Sheldrick
 36,764

8. Percentage of Issued Class 0.06%

9. Number of Shares/Amount of

Stock Disposed n/a

10. Percentage of Issued Class n/a

11. Class of Security Ordinary £1 shares

12. Price per Share £8.84

13. Date of Transaction 1 August 2003

14. Date Company Informed 1 August 2003

15. Total Interest following this notification:

 Shares
 LTIP allocations

 C R N Clark
 21,043
 133,061

 N A P Carson
 44,609
 78,459

 P N Hawker
 6,703
 42,661

 D W Morgan
 35,084
 67,409

L C Pentz J N Sheldrick

8,686 91,998

47,795 92,891

Total Percentage interest of Issued Class following this Notification 16.

0.09%

Contact and telephone number for queries Lynne Sanderson 020 7269 8461

Date of Notification: 1 August 2003

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Company

Johnson, Matthey PLC

TIDM

**JMAT** 

Headline Released Director Shareholding

Number

15:59 4 Aug 2003

30340

JM⋘

Johnson Matthey

#### **DEALINGS BY DIRECTORS**

Name of Company Johnson Matthey PLC

Name of Director

- (1) Mr C R N Clark
- (2) Mr D W Morgan

Person with Holding(s) as above

Registered Holder(s)

- (1) Mr CRN Clark
- (2) Mr D W Morgan

Connected Person(s)

n/a

Nature & Extent of transaction

- (1) Mr C R N Clark exercise of options over 41,379 shares
- (2) Mr C R N Clark sale of 41,379 shares
- (3) Mr D W Morgan exercise of options over 31,233 shares
- (4) Mr D W Morgan sale of 31,233 shares

Number of shares/amount of stock acquired

- (1) Mr C R N Clark 41,379 shares
- (2) Mr D W Morgan 31,233 shares

Percentage of Issued Class 0.04%

Number of Shares/Amount of stock disposed of

(1) Mr C R N Clark

41,379

(2) Mr D W Morgan

31,233

Percentage of issued class

0.04%

Class of security Ordinary £1 shares

OPTION EXERCISE PRICE

(1) Mr C R N Clark

41,379 @ 574.50p

(2) Mr D W Morgan

12,233 @ 574.50p 19,000 @ 553.00p

SHARE SALE PRICE

(1) Mr CRN Clark

41,379 @ 908.00p

(2) Mr D W Morgan

31,233 @ 903.97p

Date of Transaction 1 August 2003

Date Company Informed 4 August 2003

Total holding following this notification

	Shares	Options	LTIP
Mr C R N Clark	21,043	114,833	133,061
Mr D W Morgan	35,084	103,564	67,409

Total Percentage holding of Issued Class following this notification 0.02%

Contact and telephone number for queries Ms Lynne Sanderson 020 7269 8461

Name of authorised company official responsible for making this notification Ms Lynne Sanderson 020 7269 8461

Date of Notification: 4 August 2001

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Company

Johnson, Matthey PLC

TIDM JMAT

Headline

Director Shareholding 16:04 4 Aug 2003

Released Number

30310

JM 🛠 Johnson Matthey

## JOHNSON MATTHEY PLC **DEALINGS BY DIRECTORS**

1.	Name of Company	Johnson Matthey plc	
2.	Name of Director	C R N Clark N A P Carson P N Hawker D W Morgan L C Pentz J N Sheldrick	
3.	Person with Holding(s)	as in 2 above	
4.	Registered Holder(s)	n/a	
5.	Connected Person(s)	n/a	
6.	Nature & Extent of transaction	Vesting and sale of shares under the Johnson Matthey Long Term Incentive Plan (LTIP)	
7.	Number of Shares allocated	C R N Clark N A P Carson P N Hawker D W Morgan L C Pentz J N Sheldrick	55,556 21,296 4,051 20,139 5,435 29,677
8.	Percentage of Issued Class	0.06%	
9.	Number of Shares/Amount of Stock Disposed	C R N Clark N A P Carson P N Hawker D W Morgan L C Pentz J N Sheldrick	33,889 5,326 2,471 12,285 3,315 18,103
10.	Percentage of Issued Class	0.03%	
11.	Class of Security	Ordinary £1 shares	
12.	LTIP Award Price	C R N Clark N A P Carson P N Hawker D W Morgan L C Pentz	55,556 @ 864.00p 21,296 @ 864.00p 4,051 @ 864.00p 20,139 @ 864.00p 5,435 @ 864.00p

	J N Sheldrick	29,677 @ 864.00p
LTIP Sale Price	C R N Clark N A P Carson P N Hawker D W Morgan L C Pentz J N Sheldrick	33,889 @ 900.31p 5,326 @ 900.31p 2,471 @ 900.31p 12,285 @ 900.31p 3,315 @ 900.31p 18,103 @ 900.31p
Date of Transaction	1 August 2003	
Date Company Informed	1 August 2003	

15. Total Interest following this notification:

	Shares	Options	LTIP allocations
C R N Clark	21,043	156,212	133,061
N A P Carson	44,609	115,698	44,523
P N Hawker	6,703	53,147	21,168
D W Morgan	35,084	134,797	40,260
L C Pentz	8,686	86,230	25,258
J N Sheldrick	91,998	132,215	56,127

16. Total Percentage interest of Issued Class following this Notification

0.09%

END

13.

14.

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